

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF MICHIGAN

Case number (if known)

Chapter

11☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Barfly Management, LLC

2. All other names debtor used in the last 8 years

Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

35 Oakes Street SW
Suite 400
Grand Rapids, MI 49503

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Kent

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

5. Debtor's website (URL)

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

Debtor **Barfly Management, LLC**
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

7225**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11**. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No.☐ Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No☒ Yes.

List all cases. If more than 1, attach a separate list

Debtor	See attached List	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Barfly Management, LLC**
Name

Case number (if known)

11. Why is the case filed in this district?*Check all that apply:*

- ☒ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?☒ No☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.**Why does the property need immediate attention?** (*Check all that apply.*)☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

☐ It needs to be physically secured or protected from the weather.☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).☐ Other _____**Where is the property?** _____

Number, Street, City, State & ZIP Code

Is the property insured?☐ No☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information**13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☒ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Barfly Management, LLC**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature
of authorized
representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on **June 3, 2020**
MM / DD / YYYY**X /s/ Mark A. Sellers III as Trustee of the Mark
Sellers Trust**

Signature of authorized representative of debtor

Title **Manager****Mark A. Sellers III as Trustee of the Mark
Sellers Trust**

Printed name

18. Signature of attorney**X /s/ Rozanne M. Giunta**

Signature of attorney for debtor

Date **June 3, 2020**

MM / DD / YYYY

Rozanne M. Giunta P29969

Printed name

Warner Norcross & Judd, LLP

Firm name

**715 E. Main Street
Suite 110****Midland, MI 48640-5382**

Number, Street, City, State & ZIP Code

Contact phone **989-698-3758**Email address **rgiunta@wnj.com****P29969 MI**

Bar number and State

Debtor Name	Federal ID	District Filed	Relationship
BarFly Ventures, LLC	8379	Western	Affiliate
Barfly Management, LLC	6274	Western	Affiliate
9 Volt, LLC dba HopCat-GR	1129	Western	Affiliate
50 Amp Fuse, LLC dba Stella's Lounge	3684	Western	Affiliate
EL Brewpub, LLC dba Hopcat East Lansing	5334	Western	Affiliate
GRBC Holdings, LLC dba Grand Rapids Brewing Company	2130	Western	Affiliate
Luck of the Irish, LLC dba The Waldron Public House and McFadden's Restaurant & Saloon	4255	Western	Affiliate
Hopcat-Ann Arbor, LLC	5229	Western	Affiliate
Hopcat-Chicago, LLC	7552	Western	Affiliate
Hopcat-Concessions, LLC	2597	Western	Affiliate
Hopcat-Detroit, LLC	8519	Western	Affiliate
HopCat-GR Beltline, LLC	9149	Western	Affiliate
HopCat-Holland, LLC	7132	Western	Affiliate
Hopcat-Indianapolis, LLC dba HopCat-Broad Ripple	7970	Western	Affiliate
Hopcat-Kalamazoo, LLC	8992	Western	Affiliate
Hopcat-Kansas City, LLC dba HopCat-KC, LLC and Tikicat	6242	Western	Affiliate
Hopcat-Lexington, LLC	6748	Western	Affiliate
Hopcat-Lincoln, LLC	2999	Western	Affiliate
Hopcat-Louisville, LLC	0252	Western	Affiliate
Hopcat-Madison, LLC	9108	Western	Affiliate
Hopcat-Minneapolis, LLC	8622	Western	Affiliate
Hopcat-Port St. Lucie, LLC	0616	Western	Affiliate
Hopcat-Royal Oak, LLC	1935	Western	Affiliate
Hopcat-St. Louis, LLC	6994	Western	Affiliate
The date filed in each case are all the same date and the Judges will be determined by the Court.			

Fill in this information to identify the case:Debtor name **Barfly Management, LLC**United States Bankruptcy Court for the: **WESTERN DISTRICT OF MICHIGAN**

Case number (if known): _____

☐ Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
-NONE-						

**United States Bankruptcy Court
Western District of Michigan**

In re **Barfly Management, LLC**

Debtor(s)

Case No.
Chapter**11**

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Mark A. Sellers as Trustee of the Mark Sellers Trust Dated June 29, 2015 1 Ionia Ave. SW, Ste. 200 Grand Rapids, MI 49503		100%	Membership Interest

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Manager** of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **June 3, 2020**

Signature **/s/ Mark A. Sellers III as Trustee of the Mark Sellers Trust**
Mark A. Sellers III as Trustee of the Mark Sellers Trust

*Penalty for making a false statement of concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.*

**United States Bankruptcy Court
Western District of Michigan**

In re **Barfly Management, LLC**

Debtor(s)

Case No.

Chapter **11**

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Mark A. Sellers III**, declare under penalty of perjury that I am the Manager of **Barfly Management, LLC**, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said limited liability company at a special meeting duly called and held on the 3rd day of June, 2020.

"Whereas, it is in the best interest of this limited liability company to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Mark A. Sellers III**, Manager of this Company, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the limited liability company; and

Be It Further Resolved, that **Mark A. Sellers III**, Manager of this Company is authorized and directed to appear in all bankruptcy proceedings on behalf of the limited liability company, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the limited liability company in connection with such bankruptcy case, and

Be It Further Resolved, that **Mark A. Sellers III**, Manager of this Company is authorized and directed to employ **Rozanne M. Giunta P29969**, attorney and the law firm of **Warner Norcross & Judd, LLP** to represent the limited liability company in such bankruptcy case."

Date June 3, 2020Signed /s/ Mark A. Sellers III**Mark A. Sellers III**

BARFLY MANAGEMENT, LLC
RESOLUTION TO FILE CHAPTER 11 BANKRUPTCY

A special meeting of BARFLY MANAGEMENT, LLC, a Michigan limited liability company (the “**Company**”), was held on May 29, 2020.

The following resolutions were adopted by the sole member of the Company:

IT IS RESOLVED that, in light of the current circumstances of the Company, it is in the best interests of the Company and its creditors to file a voluntary petition for relief under Chapter 11 of the Bankruptcy Code, 11 U.S.C. Sections 101 et seq. (“**Chapter 11**”) in the United States Bankruptcy Court for the Western District of Michigan;

IT IS FURTHER RESOLVED that the Company and its officers are authorized and directed to take any and all steps necessary to effect the foregoing, including but not limited to executing a petition for relief under Chapter 11 and any related documents, including but not limited to the schedules and statement of financial affairs, applications and petitions for Court approval and other relief, a plan or plans of reorganization, a plan or plans for disposition of the Company’s assets, and pleadings in adversary proceedings;

IT IS FURTHER RESOLVED that Mark A. Sellers, III is authorized and directed to appear on behalf of the Company in the bankruptcy proceeding and to otherwise do and perform all acts and deeds necessary and to execute and deliver all necessary documents on behalf of the Company in connection with such bankruptcy case; and

IT IS FURTHER RESOLVED that the Company is authorized and directed to employ during the Chapter 11 proceeding: the law firms of Warner Norcross + Judd LLP and Pachulski Stang Ziehl & Jones LLP as legal counsel and Rock Creek Advisors LLC to provide financial advisory services and Mastodon Ventures, Inc. to provide investment banking services.

The undersigned certifies that he is the sole member and the custodian of the books and records and seal of the Company and that the foregoing is a true record of resolutions duly adopted at a meeting of the member and that said meeting was held in accordance with State law and the Company’s operating agreement. The above resolutions are now in full force and effect without modification or rescission.

/s/ Mark A. Sellers, III

By: Mark A. Sellers, III, as Trustee of the
Mark Sellers Trust dated June 29, 2015

Its: Sole Member

20171938-2

**United States Bankruptcy Court
Western District of Michigan**

In re **Barfly Management, LLC**

Debtor(s)

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VERIFICATION OF CREDITOR MATRIX

I, the Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **June 3, 2020**

/s/ Mark A. Sellers III as Trustee of the Mark Sellers Trust

Mark A. Sellers III as Trustee of the Mark Sellers Trust/Manager

Signer/Title

UNITED STATES ATTORNEY'S OFFICE
WESTERN DISTRICT OF MICHIGAN
BANKRUPTCY SECTION
P.O. BOX 208
GRAND RAPIDS MI 49501-0208

INTERNAL REVENUE SERVICE
P.O. BOX 7346
PHILADELPHIA PA 19101-7346

MICHIGAN DEPARTMENT OF TREASURY
BANKRUPTCY UNIT
P.O. BOX 30168
LANSING MI 48909

MICHIGAN UNEMPLOYMENT INS. AGE
PROOF OF CLAIM UNIT
3024 WEST GRAND BLVD.
SUITE 11-500
DETROIT MI 48202

CONGRUENT INVESTMENT PARTNERS
CIP ADMINISTRATIVE, LLC
ATTN: MATT KILLEBREW
3400 CARLISLE STREET, STE. 430
DALLAS TX 75204

MARK A. SELLERS AS TRUSTEE OF
THE MARK SELLERS TRUST
DATED JUNE 29, 2015
1 IONIA AVE. SW, STE. 200
GRAND RAPIDS MI 49503

**United States Bankruptcy Court
Western District of Michigan**

In re **Barfly Management, LLC**

Debtor(s)

Case No.

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CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Barfly Management, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

**Mark A. Sellers as Trustee of
the Mark Sellers Trust
Dated June 29, 2015
1 Ionia Ave. SW, Ste. 200
Grand Rapids, MI 49503**

☐ None [*Check if applicable*]

June 3, 2020

Date

/s/ Rozanne M. Giunta

Rozanne M. Giunta P29969

Signature of Attorney or Litigant

Counsel for **Barfly Management, LLC**

Warner Norcross & Judd, LLP

715 E. Main Street

Suite 110

Midland, MI 48640-5382

989-698-3758 Fax:989-486-6158

rgiunta@wnj.com